

# Southern Rail Leasing, Inc.



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March 21, 2006

VIA U.S. Mail

RECORDATION NO: 26267 FILED

MAR 30 '06

3-10 PM

Surface Transportation Board, Secretary  
1925 K Street, N.W.  
Room 800, Recordations  
Washington D.C. 20423-0001

**SURFACE TRANSPORTATION BOARD**

Re: Filing of Memorandum of Lease  
(Our reference: Lafarge 3)

Dear Secretary:

I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease dated as of September 14, 2005. It is a primary document. (It is made with respect to a Railroad Car Lease dated as of September 23, 2004 and Schedule Number 3 thereto dated as of March 31, 2005.)

The names and addresses of the parties to the document are as follows:

Lessor: Southern Rail Leasing, Inc., a Nevada corporation, 955 South Virginia Street, Reno, Nevada 89502

Lessee: Lafarge North America, Inc., a Maryland corporation, 12950 Worldgate Drive, Suite 600, Herndon, Virginia 20170.

This Memorandum of Lease covers 20 approximately 2,992 cubic foot (nominal) mill gondola railcars bearing the following marks and numbers:

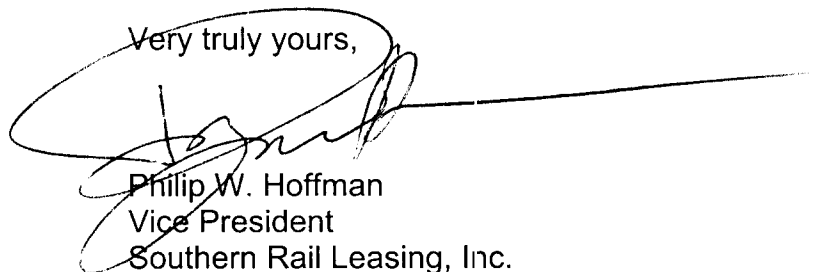
OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
GAMX	8000	SRLX	2436

GAMX	8002	SRLX	2437
GAMX	8003	SRLX	2438
GAMX	8005	SRLX	2439
GAMX	8006	SRLX	2440
GAMX	8007	SRLX	2441
GAMX	8008	SRLX	2442
GAMX	8010	SRLX	2443
GAMX	8012	SRLX	2444
GAMX	8013	SRLX	2445
GAMX	8014	SRLX	2446
GAMX	8015	SRLX	2447
GAMX	8016	SRLX	2448
GAMX	8018	SRLX	2449
GAMX	8020	SRLX	2450
GAMX	8022	SRLX	2451
GAMX	8023	SRLX	2452
GAMX	8024	SRLX	2453
GAMX	8025	SRLX	2454
GAMX	8028	SRLX	2455

A fee of \$33.00 is enclosed. Please return one original and any extra copies not needed by the Board for recordation to: Southern Rail Leasing, Inc., Legal and Financial Office, 970 Los Vallecitos Blvd., Ste 214, San Marcos, CA 92069, Attention: Philip W. Hoffman.

A short summary of the document to appear in the index follows:  
Memorandum of Lease dated as of September 14, 2005, made with respect to a Railroad Car Lease dated as of September 23, 2004 and Schedule Number 3 thereto dated as of March 31, 2005, between Southern Rail Leasing, Inc., 955 South Virginia Street, Reno, Nevada 89502, as Lessor, and Lafarge North America, Inc., 12950 Worldgate Drive, Suite 600, Herndon, Virginia 20170, as Lessee, covering 20 approximately 2,992 cubic foot (nominal) mill gondola railcars.

Very truly yours,



Philip W. Hoffman  
Vice President  
Southern Rail Leasing, Inc.

MAR 30 '06

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE (this "Memorandum") is made and entered into as of the 14<sup>th</sup> day of September, 2005, by and between Southern Rail Leasing, Inc., a Nevada corporation ("Lessor"), and Lafarge North America, Inc., a Maryland corporation ("Lessee").

1. Pursuant to the terms of that certain Railroad Car Lease between Southern Rail Leasing, Inc., a Nevada corporation ("Lessor") and Lafarge North America, Inc., a Maryland corporation ("Lessee") dated as of September 23, 2004 and Schedule Number 3 thereto dated as of March 31, 2005, as amended from time to time (the "Lease"), Lessor leases to Lessee those certain twenty gondola cars (the "Leased Railroad Cars"), more particularly described on Exhibit A attached hereto and made a part hereof.

2. The term of the Lease commenced on September 11, 2005 and shall expire on SEPTEMBER 30, 2012, subject to certain conditions set forth in the Lease. The terms, covenants, conditions, limitations and restrictions governing Lessee's use of the Leased Railroad Cars are set forth in the Lease, which by this reference is incorporated herein.

3. The purpose of this Memorandum is to give record notice of the Lease and of the rights created thereby, all of which are hereby confirmed and incorporated herein by reference. All of the terms, covenants and conditions regarding the foregoing are more particularly set forth in the Lease. In the event of conflict between the terms and conditions set forth in this Memorandum and the terms and conditions set forth in the Lease, the terms and conditions of the Lease shall control.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum to be executed by their respective duly authorized representatives as of the first date set forth above.

Lessor:

SOUTHERN RAIL LEASING, INC.  
a Nevada corporation


By: 

Philip W. Hoffman

Its: Vice President

Lessee:

LAFARGE NORTH AMERICA, INC.

By:   
Name: Charles J Poandl  
Title: Director, Value Chain

**Exhibit "A"**

**20 Gondola Cars  
Marks and Numbers**

OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
GAMX	8000	SRLX	2436
GAMX	8002	SRLX	2437
GAMX	8003	SRLX	2438
GAMX	8005	SRLX	2439
GAMX	8006	SRLX	2440
GAMX	8007	SRLX	2441
GAMX	8008	SRLX	2442
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GAMX	8023	SRLX	2452
GAMX	8024	SRLX	2453
GAMX	8025	SRLX	2454
GAMX	8028	SRLX	2455